

## Department of State: Division of Corporations

[Allowable Characters](#)**HOME**

[About Agency](#)  
[Secretary's Letter](#)  
[Newsroom](#)  
[Frequent Questions](#)  
[Related Links](#)  
[Contact Us](#)  
[Office Location](#)

**SERVICES**

[Pay Taxes](#)  
[File UCC's](#)  
[Delaware Laws Online](#)  
[Name Reservation](#)  
[Entity Search](#)  
[Status](#)  
[Validate Certificate](#)  
[Customer Service Survey](#)

**INFORMATION**

[Corporate Forms](#)  
[Corporate Fees](#)  
[UCC Forms and Fees](#)  
[Taxes](#)  
[Expedited Services](#)  
[Service of Process](#)  
[Registered Agents](#)  
[GetCorporate Status](#)  
[Submitting a Request](#)  
[How to Form a New Business Entity](#)  
[Certifications, Apostilles & Authentication of Documents](#)

[View Search Results](#)

## Entity Details

[File Number:](#) **684803** [Incorporation Date](#) **8/14/1968**  
[/ Formation Date:](#) (mm/dd/yyyy)

[Entity Name:](#) **COLT INDUSTRIES OPERATING CORP.**

[Entity Kind:](#) **Corporation** [Entity Type:](#) **General**

[Residency:](#) **Domestic** State: **State:**

[Status:](#) **Merged** Status Date: **10/28/1986**

**TAX INFORMATION**

[Last Annual Report Filed:](#) **1985** Tax Due: **\$ 0**  
[Annual Tax Assessment:](#) **\$ 30** [Total Authorized](#) **1000**  
[Shares:](#)

**REGISTERED AGENT INFORMATION**

[Name:](#) **THE CORPORATION TRUST COMPANY**  
[Address:](#) **CORPORATION TRUST CENTER 1209 ORANGE ST**  
[City:](#) **WILMINGTON** [County:](#) **New Castle**  
[State:](#) **DE** [Postal Code:](#) **19801**  
[Phone:](#) **302-658-7581**

**FILING HISTORY (Last 5 Filings)**

<a href="#">Seq</a>	<a href="#">Description</a>	<a href="#">No. of pages</a>	<a href="#">Filing Date</a> (mm/dd/yyyy)	<a href="#">Filing Time</a>	<a href="#">Effective Date</a> (mm/dd/yyyy)
1	Merger; Non-Survivor [Non-Survivor] [Survivor Name] COLT INDUSTRIES INC	6	10/28/1986	11:00 AM	10/28/1986
2	Merger [Survivor]	6	10/24/1986	10:00 AM	10/24/1986
3	Merger [Survivor]	11	4/4/1985	10:00 AM	4/4/1985
4	Blnkt Address - Corp	0	7/27/1984	4:30 PM	7/27/1984
5	Merger CRUCIBLE INC. [Survivor]	2	12/23/1982	10:01 AM	12/31/1982

[Back to Entity Search](#)[Email Status](#)

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**CERTIFICATE OF INCORPORATION**

**OF**

**CRU COLT CORPORATION**

**FIRST:** The name of the corporation (hereinafter called the "Corporation") is Cru Colt Corporation.

**SECOND:** The address of its registered office in the State of Delaware is No. 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The nature of the business and of the purposes to be conducted and promoted by the Corporation, shall be to conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue shall be One Thousand (1,000) shares and the par value of such shares is Five Dollars (\$5.00) amounting in the aggregate to Five Thousand Dollars (\$5,000.00).

**FIFTH:** The names and mailing addresses of the incorporators are as follows:

<u>Name</u>	<u>Mailing Address</u>
Bruce M. Stargatt	1401 Bank of Delaware Building Wilmington, Delaware 19801
Richard H. May	1401 Bank of Delaware Building Wilmington, Delaware 19801
Ben T. Castle	1401 Bank of Delaware Building Wilmington, Delaware 19801

SIXTH: The names and the mailing addresses of the directors are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
J. C. Lobb	Crucible Steel Corporation Four Gateway Center Pittsburgh, Pennsylvania 15222
Thomas P. Brennan	Crucible Steel Corporation Four Gateway Center Pittsburgh, Pennsylvania 15222
Guy F. McCracken	Crucible Steel Corporation Four Gateway Center Pittsburgh, Pennsylvania 15222

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such

manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the By-Laws and may be increased or decreased as therein provided, but the number thereof shall not be less than three.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, alter or repeal the By-Laws of the Corporation.

(2) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(3) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(4) By a majority of the whole board, to designate one or more committees, each committee to consist of two or more of the directors of the Corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, the

By-Laws may provide that in the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(5) When and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called upon such notice as is required by statute, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its Board of Directors shall deem expedient and for the best interests of the Corporation.

(6) From time to time to fix and determine and to vary the amount to be reserved as working capital of the Corporation and, before payment of any dividends or making any distribution of profits, it may set aside out of the surplus or net profits of the Corporation such sum or sums as it may from time to time in its absolute discretion think proper, whether as a reserve fund to meet contingencies or for the equalizing of dividends or for repairing or maintaining any property of the Corporation or for such other corporate purposes as the Board of Directors shall think conducive to the interests of the Corporation, subject only to such limitations as the By-Laws of the Corporation may from time to time impose, and the Board of Directors may also increase, decrease and/or abolish any such reserve or reserves; and to make and determine the use and disposition of any surplus or net profits over and above the capital of the Corporation.

TENTH: No contract or transaction between the Corporation and one or more of its directors or offices, or

between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of committee in good faith authorizes the contract or transaction by a vote sufficient for such purpose without counting the vote of the interested director or directors; or

(2) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(3) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.'

Common or interested directors may be counted in determining the presence of quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ELEVENTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 14th day of August, 1968.

Bruce M. Stargatt  
Bruce M. Stargatt

Richard H. May  
Richard H. May

Ben T. Castle  
Ben T. Castle

Incorporators


STATE OF DELAWARE       )  
                                      ) SS:  
COUNTY OF NEW CASTLE    )

BE IT REMEMBERED that on this 14th day of August,  
A. D. 1968, personally appeared before me, a Notary Public  
for the State of Delaware

BRUCE M. STARGATT  
RICHARD H. MAY  
BEN T. CASTLE

all the parties to the foregoing Certificate of Incorporation,  
known to me personally to be such, and severally acknowledged  
the said Certificate to be the act and deed of the signers  
respectively and that the facts stated therein are true.

GIVEN under my hand and seal of office the day and  
year aforesaid.

  
Notary Public  
My Commission  
Expires:





CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION

CRU COLT CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of CRU COLT CORPORATION be amended by changing the Article thereof numbered "FIRST" so that as amended said Article shall be and read as follows:

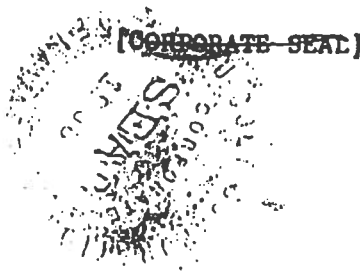
"FIRST. The name of the corporation is CRUCIBLE STEEL CORPORATION."

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

IN WITNESS WHEREOF, said CRU COLT CORPORATION has caused

its corporate seal to be hereunto affixed and this Certificate  
to be signed by E. C. GENDRON, its Vice President and JOHN A.  
KOCUR, its Assistant Secretary, this 16th day of October, 1968.

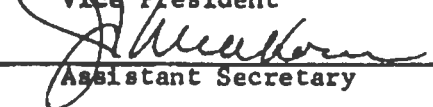


CRU COLT CORPORATION

By

  
Vice President

By

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA }  
COUNTY OF ALLEGHENY } SS:

BE IT REMEMBERED that on this 16th day of October,  
A. D. 1968, personally came before me, Joanne F. Placzek  
a Notary Public in and for the County and State aforesaid,  
E. C. GENDRON, Vice President of Cru Colt Corporation, a cor-  
poration of the State of Delaware, the corporation described in  
and which executed the foregoing certificate, known to me per-  
sonally to be such, and he, the said E. C. GENDRON, as such  
Vice President, duly executed said certificate before me and  
acknowledged the said certificate to be his act and deed and the  
act and deed of said corporation; that the signatures of the  
said Vice President and of the Assistant Secretary of said cor-  
poration to said foregoing certificate are in the handwriting  
of the said Vice President and Assistant Secretary of said cor-  
poration respectively; and that the seal affixed to said cer-  
tificate is the common or corporate seal of said corporation,  
and that the facts therein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and  
seal of office the day and year aforesaid.

[NOTARIAL SEAL]

My Commission Expires:

Joanne F. Placzek  
Notary Public

JOANNE F. PLACZEK, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES AUG. 30 1971

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION**

CRUCIBLE STEEL CORPORATION, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, at a meeting duly convened and held, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of CRUCIBLE STEEL CORPORATION be amended by changing the Article thereof numbered "FIRST" so that as amended said Article shall be and read as follows:

"FIRST. The name of the corporation is CRUCIBLE INC".

SECOND: That the said amendment has been consented to and authorized by the holders of all the issued and outstanding stock, entitled to vote, by a written consent given in accordance with the provisions of Section 228 of The General Corporation Law of Delaware, and filed with the corporation.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of The General Corporation Law of Delaware.

/

IN WITNESS WHEREOF, said CRUCIBLE STEEL CORPORATION  
has caused its corporate seal to be hereunto affixed and this Certificate to  
be signed by WILLIAM D. FORD, its Vice President and DONALD E. O'KEEFE,  
its Assistant Secretary, this 12th day of February, 1969.



(CORPORATE SEAL)

CRUCIBLE STEEL CORPORATION

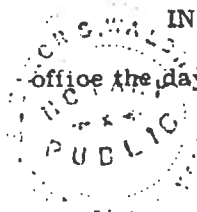
By *William D. Ford*  
Vice President

By *Donald E. O'Keefe*  
Assistant Secretary

STATE OF NEW YORK     )  
                                  ) SS:  
COUNTY OF NEW YORK    )

BE IT REMEMBERED that on this 12th day of February, A.D. 1969,  
personally came before me, Eleanor S. Waldman a Notary Public  
in and for the County and State aforesaid, WILLIAM D. FORD, Vice President  
of Crucible Steel Corporation, a corporation of the State of Delaware, the  
corporation described in and which executed the foregoing certificate, known  
to me personally to be such, and he, the said WILLIAM D. FORD, as such  
Vice President, duly executed said certificate before me and acknowledged the  
said certificate to be his act and deed and the act and deed of said corporation  
and that the facts therein stated are true; that the signatures of the said Vice  
President and of the Assistant Secretary of said corporation to said foregoing  
certificate are in the handwriting of the said Vice President and Assistant  
Secretary of said corporation respectively; and that the seal affixed to said  
certificate is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of  
office the day and year aforesaid.



Eleanor S. Waldman  
Notary Public

~~NOTARIAL SEAL~~

My Commission Expires:

ELEANOR S. WALDMAN  
Notary Public, State of New York  
Qualified in New York County  
Certificate filed in New York County  
Commission Expires August 1969

FILED

DEC 23 1982 10AM

*Stewart C. Kuylen*  
SECRETARY OF STATE

CERTIFICATE OF MERGER  
OF  
COLT INDUSTRIES OPERATING CORP  
INTO  
CRUCIBLE INC

\* \* \* \* \*

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

NAME	STATE OF INCORPORATION
Colt Industries Operating Corp	Delaware
Crucible Inc	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is CRUCIBLE INC.

00003

FOURTH: That the Certificate of Incorporation of Crucible Inc, the surviving corporation, as in effect immediately prior to the Effective Time of the Merger, shall be and continue to be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 430 Park Avenue, New York, New York 10022.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective at the close of business on December 30, 1982 (the "Effective Time of the Merger").

Dated: December 14, 1982

[CORPORATE SEAL]

CRUCIBLE INC

Attest:

 W. J. A.  
Secretary

By James G. Stickman  
President

CIOC

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8603010254

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

COLT INDUSTRIES OPERATING CORP

and

CENTRAL MOLONEY INC

INTO

COLT INDUSTRIES INC

FILED

11 AM

OCT 28 1986

*Charles R. ...*  
SECRETARY OF STATE

Colt Industries Inc, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania DOES HEREBY CERTIFY as follows:

FIRST: Colt Industries Inc was incorporated on March 12, 1976, pursuant to the Business Corporation Law of the Commonwealth of Pennsylvania, the provisions of which permit the mergers of a subsidiary corporation of another state into a parent corporation organized and existing under the laws of said state.

SECOND: Colt Industries Inc owns all of the outstanding shares of the stock of each of the following corporations: (a) Colt Industries Operating Corp, a corporation incorporated on August 14, 1968, pursuant to the General Corporation Law of the State of Delaware; and (b) Central Moloney Inc, a corporation incorporated on September 13, 1968, pursuant to the General Corporation Law of the State of Delaware.

THIRD: Colt Industries Operating Corp, by the following resolutions of its Board of Directors adopted by unanimous written consent without a meeting on October 15, 1986, filed with the minutes of the Board, determined to merge and did merge Chandler Evans Inc, Holley Bowling Green Inc and The Lewis Engineering Company into itself:

RESOLVED that Chandler Evans Inc, a Delaware Corporation; Holley Bowling Green Inc, a Delaware corporation; and The Lewis Engineering Company, a Connecticut corporation (hereinafter in these resolutions called the "Subsidiary Corporations"), be merged, and they hereby are merged, into Colt Industries Operating Corp, a Delaware corporation (hereinafter in these resolutions called "CIOC" or, with respect to the period following said merger, the "Surviving Corporation"), which assumes all the obligations of the Subsidiary Corporations, pursuant to Section 253 of the General Corporation Law of the State of Delaware and pursuant to Section 33-370 of the Connecticut Stock Corporation Act (said merger being hereinafter in these resolutions called the "Merger" and the Subsidiary Corporations and CIOC being hereinafter in the resolutions sometimes called the "Constituent Corporations");

RESOLVED that the Merger shall be effective upon the filing of the Certificate of Ownership and Merger hereinafter provided for with the Secretary of State of the State of Delaware (such date of filing being hereinafter in these resolutions called the "Effective Time of the Merger");

RESOLVED that the terms and conditions of the Merger are as follows:

(1) At the Effective Time of the Merger, the Certificate of Incorporation and the by-laws of CIOC, as in effect at the Effective Time of the Merger, shall continue as the Certificate of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the

RESOLVED that the terms and conditions of the Merger are as follows:

(1) At the Effective Time of the Merger, the Articles of Incorporation and the by-laws of Colt, as in effect at the Effective Time of the Merger, shall continue as the Articles of Incorporation and the by-laws, respectively, of the Surviving Corporation until amended as provided by law, and the directors and the officers of Colt at the Effective Time of the Merger shall be the directors and the officers, respectively, of the Surviving Corporation until their respective successors are duly elected or appointed and qualified in the manner provided by the Articles of Incorporation and by-laws of the Surviving Corporation or as otherwise provided by law;

(2) Each share of Common Stock of the Subsidiary Corporations which is owned by Colt and which is outstanding immediately prior to the Effective Time of the Merger shall, by virtue of the Merger and without any action on the part of Colt, cease to exist;

(3) Each share of Common Stock, par value \$.10 per share, of Colt outstanding at the Effective Time of the Merger shall remain issued and outstanding as one validly issued, fully paid and nonassessable share of Common Stock, par value \$.10 per share, of the Surviving Corporation;

(4) At and after the Effective Time of the Merger, transfer of the shares of Common Stock of the Subsidiary Corporations outstanding prior to the Effective Time of the Merger shall not be made on the stock transfer books of the Subsidiary Corporations, and all certificates for such shares shall forthwith be canceled;

(5) At the Effective Time of the Merger, the Surviving Corporation shall possess all the assets and property of every description, and every interest therein, wherever located, and all the rights, privileges, immunities, powers, franchises and authority, of a public as well as a private nature, of each of the Constituent Corporations, and all obligations belonging to or due any of them, shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein in any of the Constituent

Corporations shall not revert or in any way be impaired by reason of the Merger; and

(6) As of the Effective Time of the Merger the assets and liabilities of Colt and the Subsidiary Corporations shall be taken up or continued, as the case may be, on the books of the Surviving Corporation in amounts determined in accordance with generally accepted accounting principles by the Board of Directors of the Surviving Corporation;

RESOLVED that the President or any Vice-President and the Secretary or any Assistant Secretary of Colt be and they hereby are, authorized and directed to execute, in the name and on behalf of Colt, Articles of Merger, and that such officers be, and they hereby are, authorized and directed to cause such Articles of Merger, in such form as the officers of Colt shall approve (the execution thereof by any such officer to be conclusive evidence of his approval), to be filed in the office of the Secretary of the Commonwealth of the Commonwealth of Pennsylvania;

RESOLVED that the form, terms and provisions of the Agreement of Merger to be dated as of October 8, 1986, between Colt and the Subsidiary Corporations, to provide for the Merger in accordance with the requirements of the Business Corporation Law of the Commonwealth of Pennsylvania and the General Corporation Law of the State of Delaware, the form of which is attached to these resolutions as Exhibit A and the terms and provisions of which are incorporated in these resolutions by reference, be, and they hereby are, approved; that the President or any Vice President and the Secretary or any Assistant Secretary of Colt be, and they hereby are, authorized and directed to execute, in the name and on behalf of Colt, said Agreement of Merger in such form, with such additions, deletions or changes therein, if any, as they shall approve (the execution thereof by any such officer to be conclusive evidence of his approval of any such additions, deletions or changes); and that such officers be, and they hereby are, authorized and directed to execute on behalf of Colt a Certificate of Ownership and Merger, setting forth, among other things, a copy of these resolutions providing for the Merger and the date of adoption thereof, which Certificate shall be in such form as they shall approve, and to cause said Certificate of Ownership and Merger to be filed in the office of the Secretary of State of the State of Delaware and to cause a certified copy of said

Certificate to be recorded in the office of the Recorder of the County of New Castle, State of Delaware;

RESOLVED that the proper officers of Colt be, and they hereby are, authorized and directed to take all such further action, to execute all such other instruments and documents, in the name and on behalf of Colt, and to pay all such expenses and to do any and all acts and things whatsoever as they shall deem necessary, proper or advisable in order to carry out fully the intent and purposes of the foregoing resolutions and each of them.

FOURTH: That Colt Industries Inc survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Colt Industries Operating Corp or Central Moloney Inc, as well as for enforcement of any obligation of Colt Industries Operating Corp or Central Moloney Inc arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code of 1953, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 430 Park Avenue, New York, New York 10022, Attention: General Counsel, until Colt Industries Inc shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of

such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to Colt Industries Inc at the above address.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the board of directors of Colt Industries Inc at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Colt Industries Inc has caused this Certificate to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries as of October 15, 1986, the signatures of such persons constituting their acknowledgment, under penalties of perjury, that this Certificate is the act and deed of said Colt Industries Inc, and that the facts stated herein are true.

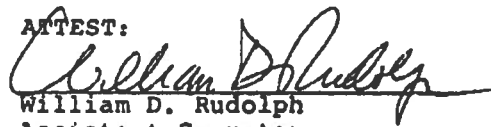
COLT INDUSTRIES INC

By

  
Anthony J. diBuono  
Vice President

CORPORATE SEAL

ATTEST:

  
William D. Rudolph  
Assistant Secretary

Certificate of Ownership of the COLT INDUSTRIES INC.

a Corporation organized and existing under the laws of the Commonwealth of Pennsylvania merging CENTRAL MOLONEY INC. AND COLT INDUSTRIES OPERATING CORP. corporations organized and existing under the laws of the State of Delaware, pursuant to Section 253 of the General Corporation Law of the State of Delaware, as received and filed in this office the twenty-eighth day of October, A.D. 1986, at 11 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall be governed by the laws of the Commonwealth of Pennsylvania.